



Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Wednesday, November 1, 2023 at 7:00pm

Board Members

Sarah Armour
Adenike Bamgboye
Peter Capek
Joshua Clyburn
Mitzi Elkes, Executive Committee At Large
Joan Gaylord
Neil Gordon, Treasurer
~~Scott Greathead~~
Samantha Hicks, President
Gareth Hougham
~~Arthur Jones, Vice President~~
~~Steve Kielar~~
~~Aaron Mair~~

~~Jennifer McMillan~~
Tom Murphy, Executive Comm. At Large
~~Henry Neale~~
Jeremy Rainer
Dan Riesel
Larry Rothbart
Gabrielle Spielberg
Steve Stanne, Executive Comm. At Large
Donna Stein
Rosemary Thomas, Secretary
Sarah Underhill
Julia Wilson
(~~strike through~~ indicates absence)

Staff Members

Erin Macchiaroli
Meg Mayo

David Toman, Executive Director

Members

Deborah Kair

Alan Thomas

The meeting was called to order at 7:00 pm.
Mission Song sung by Sam, “Old Father Hudson”

Approval of Minutes

The 9/6/23 Board and 10/1/23 Annual meeting minutes were approved by unanimous voice vote.

Resolutions for Bank Signers

Sam presented two resolutions to update signatories on bank accounts. The text of the RESOLUTIONS are attached in Appendix A (Ulster Savings) and Appendix B (M&T Bank). Julia moved adoption of both resolutions and Steve seconded. The two resolutions PASSED unanimously by voice vote.

Vote of thanks for departing staff member

Sam read a resolution of thanks for departing staff member Amali Knobloch on behalf of the Board and all the people she worked with over her five years at Clearwater. The text of the RESOLUTION is attached as Appendix C. Larry move the adoption of the resolution and Gareth seconded. The resolution PASSED unanimously by voice vote.

Executive Director's Report

David started with staff organization charts for the benefit of new folks. A new position, Development Coordinator, will have the primary responsibility of tackling event logistics, in support of the very aggressive 2024 revenue goals. Hiring is also expected for replacing Amali, the departing Outreach and Engagement Manager.

David reported that the 2022 IRS990 was e-filed prior to the 10/15/2023 extension deadline and the corresponding FY2022 audit is currently underway. The 2022 NYS CHAR500 submission requires the audit to be completed so it is currently delayed, resulting in non-compliance with the NYS grants gateway. An IRS penalty letter for 2021 was received and is being handled in a similar manner to the 2019 penalty, which was canceled.

The sloop has completed its 54th sailing season and David thanked the Captain, crew, staff, volunteers and the Board, stating it takes a village to make it happen. Tideline had a great season, with a few remaining programs in November. Pumpkin Sail events and the end of season event were well attended and successful despite weather challenges. Season stats will be provided at the next Board meeting.

Sloop downrig is underway and the Coast Guard required haulout will take place on 11/9/2023 at Scarano's in Albany, where we will caulk, paint and address any Coast Guard requirements / recommendations. That work is expected to take eight weeks, and the balance of winter preservation work will be done in Kingston. Wood for a major transom / hull preservation project in 2025-26 is needed now to for allow proper seasoning and fundraising for the \$40k is underway. If you have funding leads, let David or Meg know. Looking ahead to spring 2024, a second captain is being sought.

Turning to Environmental Action, David called attention to Jen Benson's work with our partners at Friends of a Clean Hudson, where Clearwater, Scenic Hudson and Riverkeeper will co-host a public briefing on the Hudson River PCB Superfund Site prior to the US-EPA's release of the third Five Year Review due out this winter. The title is: Hudson River PCB Superfund Site: Where are we now, what's next, and how you can help. The free, virtual via Zoom, event is Tuesday, November 14th, 5:30-6:30pm and sign up is available on the EA page of the Clearwater website. David said Jen will lead a Hike and Learn at Mills Norrie State Park on Saturday, November 11th and the program is full!

David concluded with top 'take away's' for sharing, including funding for sloop preservation work, donation or funding for a crew minivan (or 12 passenger van), and spreading the word on the upcoming Hudson River PCB Superfund site briefing.

Development Report

Meg said year-to-date development revenue is up 18% over the same period last year, and includes a recent bequest but no government grants. While pleased with the year over year comparison, Meg expressed concern with a slowing in the Fall Appeal.

Meg reported on a successful donor cultivation event at EstuaryBK in Brooklyn, where connection was made to Manhattan and Brooklyn Sailing Clubs for winter presentations and reconnections made with lapsed donors.

Looking ahead to Gala 2024 on Sunday, April 7th, at The Garrison, Meg gave an update on the awards, which this year will include a new category – Next Generation Environmental Leader Award. Meg said the new auction team of Meg Clark, Neall Burger, and Joan Carter are seeking donated items, experiences and services. Meg invites ideas for another event this winter.

Meg shared what's on deck for the upcoming three months, including the Holiday / EOY appeal, Generations Stories launch (with special thanks to Amali), Giving Tuesday on 11/28, sponsor outreach, wood fundraising, grant research, 2024 planning and membership renewals. A busy time ahead!

Meg showed an update on grants submitted and grants funded. Meg said as our financials are now up to date and our non-profit status reinstated, we are again able to apply to a number of funders and four applications were submitted.

Upcoming Priorities

Sam said upcoming priorities include addressing committee structure, chairs, and membership assignments and ensuring committee charges are clear, actionable, and aligned with the mission. Sam gave an update on progress stating Neil will chair the Finance Committee, Steve is chairing the Education Committee, and an Audit Committee, important for regulatory compliance, is next on the list.

Sam said once committees are squared away, work will begin looking at our operational processes and compared this to Schoolhouse Rock's animated skit, "How a Bill Becomes a Law".

Another priority is basic training on outreach and fundraising, which Neil and Julia are kicking off.

Gabby said that a slack channel can be very helpful for organizing.

Organization Basics

Sam spoke to the three duties for a board member – duty of care / fiduciary, duty of loyalty (includes disclosing / avoiding conflicts of interest), and duty of obedience (promise to follow the applicable laws and the organization's own by-laws and mission).

Sam invited board members to join an EC meeting for a better idea on what happens there, encouraged board members to look for opportunities for tangible participation, and identified board buddies to help new folks get up to speed quickly.

Breakout Sessions

Everyone was invited to join either the Outreach lists & methods (for Gala, EOY giving, sailing, etc) or the New event brainstorming (What is the new Chefs?) session.

Outreach Lists & Methods breakout session summary (from Steve Stanne)

Director Outreach Ideas – breakout session at November 1, 2023 board meeting

Becoming familiar with our programs; become able to speak knowledgeably and passionately about them.

- Come aboard for an education sail on the sloop; volunteer crew if possible.
- Observe Tideline Program.
- Attend events (open boats, donor cultivation, PCB superfund symposium, concerts, gala)

Share your interest in Clearwater with your circle of family, friends, colleagues. Invite them to participate:

- Public sails
- Invite guests on education sails, especially those who might book sails (teachers, principals, camp directors, college faculty, service club members) and those who might become supporters.
- Charter the boat for a group of friends, neighbors, college alumni, service club, etc.

Volunteer to help with event production, thanking donors, providing transportation, showers, etc. for crew.

Wear Clearwater T-shirts as conversation starters; the sturgeon with a sail shirt is particularly stimulating of such conversations.

Create outreach materials/methods to go home to the families of the thousands of students who participate in our education programs; make this an education committee priority.

New Event Brainstorming breakout session summary

David said a second event at \$100k is needed but is an extremely aggressive goal.

Multiple ideas were proposed. Sarah U and Donna both spoke of a NYC event that was being planned prior to Covid. Adenike said an indoor sports related event can be a draw. Tom liked the idea of a sporting event on the river, with perhaps kayak companies as sponsors. David said a regatta could bring in boats of different sorts into some type of fundraising. Sam mentioned the five borough bike tour in NYC, where Team Clearwater participated for a couple of years.

David said we need something different than Gala, and rather than a single event, perhaps it's two events. Maybe one is taking Hike for the Hudson to a higher level, reeling in the right crowd to be challenged about something specific or putting people on the water in a way to raise money. Perhaps a motivator could be a great sail with food if a certain amount of money is raised.

Mitzi said another Chefs might be possible down the road, but something viable for the coming year, using our core competency, could be sails with food from amazing local chefs, who join the sail, and music. This could be done up and down the river, with individuals or corporations booking the sails. Ideally the chef will donate a lot of the food in return for great publicity all around. Tom asked about the math.

Another idea was have a fantastic mixologist on the sail and charging a certain amount. This could be multiple events, using the boat, perhaps summer evenings in NYC, perhaps with a local chef with hors d'oeuvres, perhaps even just a dockside party.

The Hike or Paddle for the Hudson are great, but there is large density of donors to be cultivated further down the river. There are also high end corporate donors that can be marketed to down river.

The importance of having some educational component in each event was stressed, as the sloop and education are our brand. Besides having had a great time, participants need to walk away having learned something.

Piloting some of these ideas, particularly the sloop events in NYC, during 2024 is highly recommended.

The breakout sessions concluded and key points were shared from each. Peter added that the Annual Report is quite good for gaining awareness of Clearwater's programs.

Peter raised the point that the plan discussed earlier in the meeting to solicit donations for the purchase of wood for the sloop as donations to the Century Fund was not appropriate or compatible with the rules for

that fund. The Century Fund was established to fund needs which had a high likelihood of being reimbursed through grants or other means. Neil supported this view, but the matter was not resolved.

The meeting was adjourned at 9:09 pm.

Respectfully Submitted,
Rosemary Thomas, Secretary

APPENDIX A

A resolution to update signers on Ulster Savings accounts

RESOLVED, that Samantha Hicks, Clearwater's newly appointed Board President shall be added as a signer to Hudson River Sloop Clearwater's Ulster Savings Bank Operating Account 7517, Boat Account 7508, Century Fund 3170, Special Account 5167 and Festival Accounts 5149. Former Board President, Stephen Stanne should be removed as a signer on all accounts.

The signers going forward on the Operating, Century Fund, Special Account and Festival Accounts will be Samantha Hicks, Board President, David Toman, Executive Director and Erin Macchiaroli, Director of Operations.

The signers on the boat account will be Samantha Hicks, David Toman, Erin Macchiaroli, Caitlin Zinsley and Rory Kane.

Dated: November 1, 2023

APPENDIX B

A resolution to update signers on M&T account

RESOLVED, that Samantha Hicks, Board President should be added as a signer to Clearwater's M&T Operating Account ending in 8531 and Savings account 9947. Former Board President, Stephen Stanne should be removed as a signer on all accounts.

The signers going forward will be Samantha Hicks, Board President, David Toman, Executive Director and Erin Macchiaroli, Director of Operations.

Dated: November 1, 2023

APPENDIX C

A resolution of Appreciation for Amali Knobloch

Whereas, Amali has been a valued member of the Clearwater organization for the past five years, during which she has made significant contributions to the mission and success of the organization;

Whereas, Amali's dedication, commitment, and exemplary service have been instrumental in advancing Clearwater's objectives and have greatly enriched our programs and other initiatives;

Whereas, Amali's expertise, innovation, and tireless efforts have directly led to the successful implementation of numerous projects, resulting in lasting benefits for Clearwater and the communities we serve;

Therefore, be it resolved that the Board of Directors of Clearwater extends its heartfelt gratitude and appreciation to Amali Knobloch for her dedicated service, extraordinary contributions, and unwavering commitment to our organization.

Dated: November 1, 2023